Life Technologies Corporation

5791 Van Allen Way
Carlsbad, California 92008, USA

Stock Based Incentive Plans

Prospectus for individuals located in the European Economic Area ("EEA") employed by Life Technologies Corporation or its (direct or indirect) subsidiaries.

Pursuant to Article 23 of the Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market, the Belgian Financial Services and Markets Authority has approved this prospectus on November 15, 2011. This prospectus was established by the issuer and the issuer is responsible for this prospectus. The prospectus has been approved in connection with the operations proposed to the investors. The approval represents neither an assessment of the transaction's opportunity or quality nor the authentication of the financial and accounting information presented or more generally the issuer's position by the Belgian Financial Services and Markets Authority.

This prospectus will be made available to the employees of Life Technologies Corporation and its subsidiaries located in the EEA jurisdictions in which offerings under the respective stock based incentive plans are considered public offerings. At the time of the approval of this prospectus, these jurisdictions are Belgium, France, Germany, the Netherlands and the United Kingdom. This prospectus will be made available on the intranet of Life Technologies Corporation and free paper copies will be available to the employees upon request by contacting their local HR departments.

When participating in the respective stock based incentive plans, certain risk factors must be taken into account. With respect to these risk factors, reference is made to page 26 and following of the summary of this prospectus.

Note to the prospectus

This prospectus was established in accordance with the principles laid down in the Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market, in Directive 2003/71/EC of November 4, 2003 and in Commission Regulation 809/2004 of April 29, 2004.

This prospectus contains, amongst other things, a summary conveying the essential characteristics of, and risks associated with, the issuer and the offered securities. More detailed information concerning the issuer and the securities to be offered is reflected in the exhibits attached to this prospectus. The documents referred to in the relevant chapters are attached as annexes to this prospectus.

Company responsible for the prospectus

The responsibility for the prospectus is assumed by Life Technologies Corporation, a company incorporated and existing under the laws of the State of Delaware, U.S.A., with its principal executive offices at 5791 Van Allen Way, Carlsbad, California 92008, U.S.A., represented by its board of directors. Life Technologies Corporation ensures, having taken all reasonable care, that the information contained in the prospectus is, to the best of its knowledge, in accordance with the facts and that the prospectus does not contain omissions likely to affect the import of the prospectus.

TABLE OF CONTENTS

LIST OF EXHIBITS

I. Summary

Preliminary remark

The issuer warns the reader that:

- this summary should be read as an introduction to the prospectus;
- any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor;
- where a claim relating to the information contained in the prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated; and
- civil liability attaches to those persons who have tabled the summary including any translation thereof, and applied for its notification, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus.

A. Information concerning the offers

A.1. Description of the offers

Life Technologies Corporation, a Delaware corporation, with its principal executive offices at 5791 Van Allen Way, Carlsbad, California 92008, United States of America (the "Company"), has decided to offer eligible employees of its designated subsidiaries the possibility to acquire at a discounted price common shares of the Company, having a par value of US$ 0.01 per share (the "Shares") under its Life Technologies Corporation 2010 Employee Stock Purchase Plan, which was amended by the First Amendment to the Life Technologies Corporation 2010 Employee Stock Purchase Plan effective August 1, 2010 (the "2010 ESPP"). The 2010 ESPP is described below.

The Company also offers eligible employees of its designated subsidiaries the possibility to receive stock options or other stock based incentives under its Life Technologies Corporation 2009 Equity Incentive Plan ("2009 EIP"). Furthermore, the Company also will offer eligible employees of its designated subsidiaries the possibility to receive stock options or other stock based incentives under its Life Technologies Corporation 2012 Equity Incentive Award Plan ("2012 EIP"). The 2009 EIP and 2012 EIP are separately described below.

The Company's Shares are listed on the Nasdaq Global Select Market (the "Nasdaq"). The ticker symbol for the Company's Shares is "LIFE". The ISIN code of the Company's Shares is US53217V1098.

1. 2010 ESPP

Effective January 31, 2010, the Company amended and restated the 1998 Employee Stock Purchase Plan ("ESPP"), and re-named it the Life Technologies Corporation 2010 Employee Stock Purchase Plan. The 2010 ESPP was amended by the First Amendment to the Life Technologies Corporation 2010 Employee Stock Purchase Plan effective August 1, 2010 and the Second Amendment dated July 1, 2011. For purposes of effectuating the participation of employees located in countries outside of the United States, the Company may establish one or more sub-plans of the 2010 ESPP, each of which shall be attached as exhibit to the 2010 ESPP and shall collectively be referenced as the "International ESPP". Such International ESPP was established by the Company for the United Kingdom, i.e. the Sub-Plan for the United Kingdom.

The maximum aggregate number of Shares that may be issued under the 2010 ESPP (including any International ESPP sub-plan) shall be 8,900,000 Shares, subject to adjustment as provided in the 2010 ESPP. Shares issued under the 2010 ESPP shall consist of authorized but unissued Shares, reacquired Shares, or any combination thereof.

Purpose

The purpose of the 2010 ESPP is to provide an incentive for Eligible Employees, as defined hereafter, to devote their best efforts to the success of the Company and to afford such employees an opportunity to obtain a proprietary interest in the continued growth and prosperity of the Company through ownership of its common stock acquired in a convenient fashion.

Administration

The ESPP shall be administered by the Company's board of directors or one or more committees appointed by the board (the "Board").

Eligibility

Individuals who, on the offering date, are an employee of a participating company are eligible to participate in the 2010 ESPP ("Eligible Employee"). The following groups of individuals shall, however, not be Eligible Employees: (i) interns, (ii) contractors, and (iii) temporary workers. Notwithstanding the foregoing, directors of the Company who are not employees and any employee who, immediately after the grant of an option hereunder, would own Shares (including stock that such employee may purchase under outstanding options) possessing five percent (5%) or more of the total combined voting power or value of all classes of the capital stock of the Company or of a subsidiary, shall be ineligible to participate in the 2010 ESPP.

Participation

An Eligible Employee may become a participant as of the first offering date following commencement of his or her service with a participating company in an offering, by submitting a properly completed subscription agreement to the administrator ("Participant"). The Company shall establish a formal procedure for the submission of such subscription agreements to the administrator using written and/or electronic election forms and shall communicate such procedure to all Eligible Employees. An Eligible Employee who does not submit a properly completed subscription agreement to the administrator on or before the subscription date for an offering period, shall not participate in the 2010 ESPP for that offering period but shall be eligible to elect to participate in the 2010 ESPP for any subsequent offering period by submitting a properly completed subscription agreement to the administrator on or before the subscription date for any future offering period.

A Participant may deliver to the Company a new subscription agreement for each offering period in accordance with the applicable procedures.

For offering periods commencing on and after August 1, 2011, a Participant who takes no action to change or revoke such election as of the first day of the next following offering period, shall be deemed to have made the same election to participate in the 2010 ESPP, including the same payroll deduction authorization, for each subsequent offering period. A Participant who is automatically enrolled in the 2010 ESPP for an offering period pursuant to the preceding sentence shall not be required to deliver an additional subscription agreement to the Company for the subsequent offering period.

Offering

The 2010 ESPP is operated on the basis of six (6) month periods beginning each February 1^{st} and August 1^{st}. The offering date shall be the first day of each offering period.

Contributions

Shares acquired pursuant to the exercise of all or any portion of a purchase right may be paid for only by means of payroll deductions from a Participant's compensation accumulated during the offering period for which such purchase right was granted.

An Eligible Employee who elects to enroll in the 2010 ESPP as a Participant must designate in his or her subscription agreement a whole percentage from one percent (1%) to fifteen percent (15%) of his or her compensation to be deducted from each pay period and paid into the 2010 ESPP for his or her account. Notwithstanding the foregoing, the Board may change the limits on payroll deductions effective as of any future offering date.

Payroll deductions shall commence on the first payday following the offering date and shall continue to be deducted each pay day through the end of the offering period, unless sooner altered or terminated as otherwise provided in the 2010 ESPP.

For Participants in EEA jurisdictions where payroll deductions are prohibited under local law, the Company may permit Participants to contribute to the 2010 ESPP through such other form(s) of contribution which may be permitted under local law and which are specified under the applicable International ESPP sub-plan.

In Belgium, all payroll deductions from a Participant's compensation will be credited to a special joint bank account opened in the name of all Belgian Participants, who will own the deposits on the account in the proportion of their respective contributions, or in the name of each individual Participant, as the case may be. The Belgian local employer or certain proxy holders will manage the account(s) and transfer the amounts to the Company on the respective dates for the purchase of Shares under the 2010 ESPP. In other jurisdictions, individual bookkeeping accounts will be maintained for each Participant and all payroll deductions from the Participant's compensation shall be credited to such Participant's 2010 ESPP account and shall be deposited with the general funds of the Company. Interest shall not be paid on sums deducted from a Participant's compensation pursuant to the 2010 ESPP.

Grant of purchase right

On each offering date, a purchase right shall be granted to each Participant. For each offering period there shall be two purchase periods, each of which shall end on a purchase date. If an offering date or purchase date is not a day on which the Nasdaq (or any other national or regional securities exchange or market system constituting the primary market for the Shares) is open for trading, the Company shall specify the trading day that will be deemed the offering date or the purchase date, as the case may be.

On each offering date, each Participant shall be granted automatically purchase right consisting of an option to purchase the lesser of (i) the number of whole Shares determined by dividing US$ 25,000 by the fair market value of a Share on such offering date, reduced by the aggregate purchase price of any Share purchased during any offering period(s) which occurred during the same calendar year or (ii) 2,500 Shares, reduced by the number of Shares purchased during any concurrent offering period(s). These limitations apply solely to offering periods occurring on and after February 1, 2010. For purposes of the 2010 ESPP, fair market value means, as of any specified date, the closing price of a Share (or the mean of the closing bid and asked prices if the Share is so quoted instead) as quoted on the Nasdaq Global Market or such other national or regional securities exchange or market system constituting the primary market for the Shares, as reported in The Wall Street Journal or such other source as the Company deems reliable on the date on which fair market value is to be determined (or if there shall be no trading on such date, then on the first previous date on which sales were made on a national securities exchange, or such other appropriate day as shall be determined by the Board). If there is then no public market, the fair market value on any relevant date shall be as determined by the Board.

Exercise of purchase right

The purchase right for each Participant shall be automatically exercised on each purchase date and such Participant shall automatically acquire the number of whole Shares determined by dividing (i) the total amount of the Participant's payroll deductions accumulated in his or her plan account during the purchase period, by (ii) the purchase price, to the extent the issuance of Shares to such Participant upon such exercise is lawful.

Any cash balance remaining in a Participant's plan account following any offering period shall be refunded to the Participant as soon as practicable after such offering period ends; provided, however, that if the cash to be returned to a Participant is an amount less than the amount that would have been necessary to purchase an additional whole Share on the second purchase date during the offering period, the Company may retain such amount in the Participant's plan account to be applied toward the purchase of Shares in the subsequent offering period, as the case may be.

Limitations

Notwithstanding any provision in the 2010 ESPP to the contrary, no Participant shall be granted a purchase right under the 2010 ESPP to the extent that it permits his or her right to purchase Shares under the 2010 ESPP to accrue at a rate which, when aggregated with such Participant's rights to purchase shares under all other employee stock purchase plans of a participating company exceeds US$ 25,000 in fair market value of Shares for each calendar year in which such purchase right is outstanding at any time. Any payroll deductions in excess of the amount specified in the foregoing sentence shall be returned to the Participant as soon as administratively practicable following the next offering date.

Delivery of certificates

As soon as practicable after each Purchase Date, the Company shall arrange the delivery to each Participant of one or more certificates representing the Shares acquired by the Participant on such Purchase Date; provided, however, that the Company may deliver such shares to a broker that holds such shares in street name for the benefit of the Participant. Shares to be delivered to a Participant under the 2010 ESPP shall be registered in the name of the Participant, or, if requested by the Participant, in the name of the Participant and his or her spouse, or, if applicable, in the names of the heirs of the Participant. Effective for shares acquired during offering periods commencing on or after August 1, 2011, such shares shall be subject to a one (1) year holding period (the holding period requirement has not yet been implemented in France and Germany due to works council / trade union requirements).

Shareholder's rights

A Participant shall not be deemed to be a shareholder and shall not have any rights or privileges of a shareholder by virtue of the Participant's participation in the 2010 ESPP until such option has been exercised and the certificate for the Shares purchased pursuant to the exercise has been issued (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). Nothing herein shall confer upon a Participant any right to continue in the employ of a participating company or interfere in any way with any right of a participating company to terminate the Participant's employment at any time.

Transferability

No option granted under the 2010 ESPP shall be transferable otherwise than by will or the laws of descent and distribution and shall be exercisable during the lifetime of the Participant only by the Participant. The Company shall not recognize and shall be under no duty to recognize any assignment or purported assignment by an employee of his option or any rights granted under the 2010 ESPP.

Voluntary withdrawal

A Participant may elect to withdraw, at any time, all or any portion of the payroll deductions credited to his or her plan account that have not been applied toward the purchase of Shares by submitting a withdrawal notice to the administrator, provided such notice is delivered in a timely manner prior to the next following purchase date. A Participant who withdraws the entire remaining balance credited to his or her plan account shall be deemed to have withdrawn from the 2010 ESPP. Amounts withdrawn shall be returned to the Participant as soon as practicable after the withdrawal and may not be applied to the purchase of Shares in any other offering under the 2010 ESPP. A Participant who withdraws from the 2010 ESPP shall be prohibited from resuming participation in the plan for the same offering period, but may participate in any subsequent offering period. The Company may from time to time establish or change limitations on the frequency of withdrawals, establish a minimum dollar amount that must be retained in the Participant's plan account, or terminate the withdrawal right.

Term of the 2010 ESPP

The 2010 ESPP shall continue in effect until the earlier of its termination by the Board or the date on which all of the Shares available for issuance under the 2010 ESPP have been issued.

2. 2009 EIP

The 2009 EIP originally was adopted by the Compensation and Organizational Development Committee of the Board (the "Compensation Committee") on February 26, 2009, and was subsequently approved by the Company's shareholders as of April 30, 2009. The 2009 EIP provides for the grant of stock options and other stock based incentives. The description of the 2009 EIP below is limited to the offering of stock options.

Purpose

The purpose of the 2009 EIP is to advance the interests of the participating company group and its stockholders by providing an incentive to attract, retain and reward persons performing services for the participating company group and by motivating such persons to contribute to the growth and profitability of the participating company group.

Administration

The 2009 EIP shall be administered by the Committee. For the purpose of the 2009 EIP, "Committee" means the Compensation and Organizational Development Committee or other committee of the board of directors of the Company duly appointed to administer the 2009 EIP and having such powers as shall be specified by the board of directors. If no committee of the board of directors has been appointed to administer the 2009 EIP, the board of directors shall exercise all of the powers of the Committee granted in the 2009 EIP, and, in any event, the board of directors may in its discretion exercise any or all of such powers.

Eligibility

Awards may be granted only to employees, consultants and directors. For purposes of the foregoing sentence, "employees," "consultants" and "directors" shall include prospective employees, prospective consultants and prospective directors to whom awards are granted in connection with written offers of an employment or other service relationship with the participating company group; provided, however, that no Shares subject to any such award shall vest, become exercisable or be issued prior to the date on which such person commences service.

Limitations

Subject to adjustment, the maximum aggregate number of Shares that may be granted under the 2009 EIP is 11,000,000. Such Shares shall consist of authorized but unissued or reacquired Shares or any combination thereof.

Subject to adjustment, no employee shall be granted within any fiscal year of the Company one or more options or freestanding stock appreciation right which in the aggregate are for more than 2,000,000 Shares, provided, however, that the Company may make an additional one-time grant to any newly-hired employee of an option and/or stock appreciation right for the purchase of up to an additional 1,000,000 Shares. An option which is canceled in the same fiscal year of the Company in which it was granted shall continue to be counted against such limit for such fiscal year.

Award agreement

Options shall be evidenced by award agreements specifying the number of Shares covered thereby, in such form as the Committee shall from time to time establish. No option shall be a valid and binding obligation of the Company unless evidenced by a fully executed award agreement. Award agreements evidencing options may incorporate all or any of the terms of the 2009 EIP by reference and shall comply with and be subject to terms and conditions of the options set forth hereafter.

Exercise price

The exercise price for each option shall be established in the discretion of the Committee; provided, however, that the exercise price per Share shall be not less than the fair market value of a Share on the effective date of grant of the option. Notwithstanding the foregoing, an option may be granted with an exercise price lower than the minimum exercise price set forth above if such option is granted pursuant to an assumption or substitution for another option in a manner qualifying under the provisions of Section 424(a) of the US Internal Revenue Code of 1986, as amended, and any applicable regulations promulgated thereunder. For the purpose of the 2009 EIP, fair market value shall mean the closing price of a Share (or the mean of the closing bid and asked prices of a Share if the Company's stock is so quoted instead) as quoted on the Nasdaq Global Select Market, the Nasdaq Global Market, the Nasdaq Capital Market or such other national or regional securities exchange or market system constituting the primary market for the stock, as reported in The Wall Street Journal or such other source as the Company deems reliable. If the relevant date does not fall on a day on which the Shares have been traded on such securities exchange or market system, the date on which the fair market value shall be established shall be the last day on which the Shares were so traded prior to the relevant date, or such other appropriate day as shall be determined by the Committee, in its discretion.

Exercisability and term of options

Options shall be exercisable at such time or times, or upon such event or events, and subject to such terms, conditions, performance criteria and restrictions as shall be determined by the Committee and set forth in the award agreement evidencing such option; provided, however, that (a) no option shall be exercisable after the expiration of ten (10) years after the effective date of grant of such option and (b) no option granted to a prospective employee, prospective consultant or prospective director may become exercisable prior to the date on which such person commences service. Subject to the foregoing, unless otherwise specified by the Committee in the grant of an option, any option granted hereunder shall terminate ten (10) years after the effective date of grant of the option, unless earlier terminated in accordance with its provisions.

Payment of exercise price

(a) Forms of consideration authorized. Except as otherwise provided, payment of the exercise price for the number of Shares being purchased pursuant to any option shall be made (i) in cash, by check or in cash equivalent, (ii) by tender to the Company, or attestation to the ownership, of Shares owned by the participant having a fair market value not less than the exercise price, (iii) by delivery of a properly executed notice of exercise together with irrevocable instructions to a broker providing for the assignment to the Company of the proceeds of a sale or loan with respect to some or all of the Shares being acquired upon the exercise of the option (including, without limitation, through an exercise complying with the provisions of Regulation T as promulgated from time to time by the Board of Governors of the US Federal Reserve System) (a "Cashless Exercise"), (iv) by such other consideration as may be approved by the Committee from time to time to the extent permitted by applicable law, or (v) by any combination thereof. The Committee may at any time or from time to time grant options which do not permit all of the foregoing forms of consideration to be used in payment of the exercise price or which otherwise restrict one or more forms of consideration.

(b) Limitations on forms of consideration

(i) **Tender of Shares**. Notwithstanding the foregoing, an option may not be exercised by tender to the Company, or attestation to the ownership, of Shares to the extent such tender or attestation would constitute a violation of the provisions of any law, regulation or agreement restricting the redemption of the Company's stock. Unless otherwise provided by the Committee, an option may not be exercised by tender to the Company, or attestation to the ownership, of Shares unless such Shares either have been owned by the participant for more than six (6) months (and not used for another option exercise by attestation during such period) or were not acquired, directly or indirectly, from the Company.

(ii) **Cashless Exercise**. The Company reserves, at any and all times, the right, in the Company's sole and absolute discretion, to establish, decline to approve or terminate any program or procedures for the exercise of options by means of a Cashless Exercise, including with respect to one or more participants specified by the Company notwithstanding that such program or procedures may be available to other participants.

Transferability

During the lifetime of the participant, an option shall be exercisable only by the participant or the participant's guardian or legal representative. Prior to the issuance of Shares upon the exercise of an option, the option shall not be subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance, or garnishment by creditors of the participant or the participant's beneficiary, except transfer by will or by the laws of descent and distribution. Notwithstanding any of the foregoing, the board of directors may permit further transferability of any option, on a general or specific basis, and may impose conditions and limitations on any permitted transferability.

Shareholder's rights

A participant shall have no rights as a shareholder with respect to any Shares covered by an award until the date of the issuance of such Shares (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). No adjustment shall be made for dividends, distributions or other rights for which the record date is prior to the date such Shares are issued, except as provided in the 2009 EIP.

Term of 2009 EIP

The 2009 EIP shall continue in effect until the earlier of its termination by the board of directors of the Company or the date on which all of the Shares available for issuance under the 2009 EIP have been issued and all restrictions on such Shares under the terms of the 2009 EIP and the agreements evidencing awards granted under the 2009 EIP have lapsed.

3. 2012 EIP

The 2012 EIP will be adopted by the Compensation Committee in December 2011, and will be presented to the Company's shareholders for approval in April 2012. The 2012 EIP provides for the grant of stock options and other stock based incentives. The description of the 2012 EIP below is limited to the offering of stock options.

Purpose

The purpose of the 2012 EIP is to advance the interests of the participating company group and its stockholders by providing an incentive to attract, retain and reward persons performing services for the participating company group and by motivating such persons to contribute to the growth and profitability of the participating company group.

Administration

The 2012 EIP shall be administered by the Committee. For the purpose of the 2012 EIP, "Committee" means the Compensation and Organizational Development Committee or other committee of the board of directors of the Company duly appointed to administer the 2012 EIP and having such powers as shall be specified by the board of directors. If no committee of the board of directors has been appointed to administer the 2012 EIP, the board of directors shall exercise all of the powers of the Committee granted in the 2012 EIP, and, in any event, the board of directors may in its discretion exercise any or all of such powers.

Eligibility

Awards may be granted only to employees, consultants and directors. For purposes of the foregoing sentence, "employees," "consultants" and "directors" shall include prospective employees, prospective consultants and prospective directors to whom awards are granted in connection with written offers of an employment or other service relationship with the participating company group; provided, however, that no Shares subject to any such award shall vest, become exercisable or be issued prior to the date on which such person commences service.

Limitations

Subject to adjustment, the maximum aggregate number of Shares that may be granted under the 2012 EIP is contemplated to be 11,000,000. Such Shares shall consist of authorized but unissued or reacquired Shares or any combination thereof.

Subject to adjustment, no employee shall be granted within any fiscal year of the Company one or more options or freestanding stock appreciation right which in the aggregate are for more than 2,000,000 Shares.

Award agreement

Options shall be evidenced by award agreements specifying the number of Shares covered thereby, in such form as the Committee shall from time to time establish. No option shall be a valid and binding obligation of the Company unless evidenced by a fully executed award agreement. Award agreements evidencing options may incorporate all or any of the terms of the 2012 EIP by reference and shall comply with and be subject to terms and conditions of the options set forth hereafter.

Exercise price

The exercise price for each option shall be established in the discretion of the Committee; provided, however, that the exercise price per Share shall be not less than the fair market value of a Share on the effective date of grant of the option. Notwithstanding the foregoing, an option may be granted with an exercise price lower than the minimum exercise price set forth above if such option is granted pursuant to an assumption or substitution for another option in a manner qualifying under the provisions of Section 424(a) of the US Internal Revenue Code of 1986, as amended, and any applicable regulations promulgated thereunder. For the purpose of the 2012 EIP, fair market value shall mean the closing price of a Share (or the mean of the closing bid and asked prices of a Share if the Company's stock is so quoted instead) as quoted on the Nasdaq

Global Select Market, the Nasdaq Global Market, the Nasdaq Capital Market or such other national or regional securities exchange or market system constituting the primary market for the stock, as reported in The Wall Street Journal or such other source as the Company deems reliable. If the relevant date does not fall on a day on which the Shares have been traded on such securities exchange or market system, the date on which the fair market value shall be established shall be the last day on which the Shares were so traded prior to the relevant date, or such other appropriate day as shall be determined by the Committee, in its discretion.

Exercisability and term of options

Options shall be exercisable at such time or times, or upon such event or events, and subject to such terms, conditions, performance criteria and restrictions as shall be determined by the Committee and set forth in the award agreement evidencing such option; provided, however, that (a) no option shall be exercisable after the expiration of ten (10) years after the effective date of grant of such option and (b) no option granted to a prospective employee, prospective consultant or prospective director may become exercisable prior to the date on which such person commences service. Subject to the foregoing, unless otherwise specified by the Committee in the grant of an option, any option granted hereunder shall terminate ten (10) years after the effective date of grant of the option, unless earlier terminated in accordance with its provisions.

Payment of exercise price

(a) Forms of consideration authorized. Except as otherwise provided, payment of the exercise price for the number of Shares being purchased pursuant to any option shall be made (i) in cash, by check or in cash equivalent, (ii) by tender to the Company, or attestation to the ownership, of Shares owned by the participant having a fair market value not less than the exercise price, (iii) by delivery of a properly executed notice of exercise together with irrevocable instructions to a broker providing for the assignment to the Company of the proceeds of a sale or loan with respect to some or all of the Shares being acquired upon the exercise of the option (including, without limitation, through an exercise complying with the provisions of Regulation T as promulgated from time to time by the Board of Governors of the US Federal Reserve System) (a "Cashless Exercise"), (iv) by such other consideration as may be approved by the Committee from time to time to the extent permitted by applicable law, or (v) by any combination thereof. The Committee may at any time or from time to time grant options which do not permit all of the foregoing forms of consideration to be used in payment of the exercise price or which otherwise restrict one or more forms of consideration.

(b) Limitations on forms of consideration

(i) **Tender of Shares**. Notwithstanding the foregoing, an option may not be exercised by tender to the Company, or attestation to the ownership, of Shares to the extent such tender or attestation would constitute a violation of the provisions of any law, regulation or agreement restricting the redemption of the Company's stock. Unless otherwise provided by the Committee, an option may not be exercised by tender to the Company, or attestation to the ownership, of Shares unless such Shares either have been owned by the participant for more than six (6) months (and not used for another option exercise by attestation during such period) or were not acquired, directly or indirectly, from the Company.

(ii) **Cashless Exercise**. The Company reserves, at any and all times, the right, in the Company's sole and absolute discretion, to establish, decline to approve or terminate any program or procedures for the exercise of options by means of a Cashless Exercise, including with respect to one or more participants specified by the Company notwithstanding that such program or procedures may be available to other participants.

Transferability

During the lifetime of the participant, an option shall be exercisable only by the participant or the participant's guardian or legal representative. Prior to the issuance of Shares upon the exercise of an option, the option shall not be subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance, or garnishment by creditors of the participant or the participant's beneficiary, except transfer by will or by the laws of descent and distribution. Notwithstanding any of the foregoing, the board of directors may permit further transferability of any option, on a general or specific basis, and may impose conditions and limitations on any permitted transferability.

Shareholder's rights

A participant shall have no rights as a shareholder with respect to any Shares covered by an award until the date of the issuance of such Shares (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). No adjustment shall be made for dividends, distributions or other rights for which the record date is prior to the date such Shares are issued, except as provided in the 2012 EIP.

Term of 2012 EIP

The 2012 EIP shall continue in effect until the earlier of its termination by the Board or the date on which all of the Shares available for issuance under the 2012 EIP have been issued and all restrictions on such Shares under the terms of the 2012 EIP and the agreements evidencing awards granted under the 2012 EIP have lapsed.

A.2 Use of proceeds

The proceeds of the offers under the 2010 ESPP, the 2009 EIP and the 2012 EIP will be used by the Company for general corporate purposes, in accordance with its charter documents.

A.3 Costs related to the sale of Shares

If a participant acquires Shares under the 2010 ESPP, the 2009 EIP and/or the 2012 EIP, he/she will incur certain costs upon a subsequent sale of the Shares. These costs are inherent to any sale of shares on the Nasdaq and will be charged by the broker (currently Fidelity) who sells the respective Shares on behalf of the participant. These costs are currently as follows:

Disbursement fee	
Wire	US$ 10
Check	US$ 5
Brokerage fee	
Web fee:	
US$ 7.95	
Representative assisted:	
US$ 14.95	
SEC fee	
(Gross proceeds X US$ 0.0000153) x number of shares	

In addition, an exchange fee is charged by Citibank if the participant wants money exchanged to his / her local currency prior to the disbursement. This is currently as follows:

Value of proceeds	Basis point charge
$10,000	250
$10,000 - $25,000	225
$25,000 - $50,000	200
$50,000 - $100,000	175
$100,000 - $200,000	125
$200,000 - $500,000	100
Greater than $500,000	75

B. General information concerning the Company

B.1 Company history and activities

Life Technologies Corporation, (the "Company") was incorporated in 1989 as a California corporation, and was reincorporated as a Delaware corporation in 1997 for an unlimited period of time. The Company has its principal executive offices at 5791 Van Allen Way, Carlsbad, California 92008, United States of America (telephone number +1 (760) 603-7200). As per December 31, 2010 the Company (and its subsidiaries and affiliates) had approximately 11,000 employees in the U.S. and abroad.

On November 21, 2008, Invitrogen Corporation (also referred to as "Invitrogen"), a predecessor company to Life Technologies Corporation, completed the acquisition of Applied Biosystems, Inc. (also referred to as "AB" or "Applied Biosystems") to form a new company called Life Technologies Corporation.

The Company has a presence in more than 160 countries, and possesses a rapidly growing intellectual property estate. Currently, the Company owns and/or has exclusive license to over 4,000 patents.

The Company has recently taken part in noteworthy transactions that are helping to shape its future, notably:

- In January 2010, the Company closed a transaction whereby it sold its 50% ownership stake in the Applied Biosystems/MDS Analytical Technologies Instruments joint venture and all assets and liabilities directly related to the Company's mass spectrometry business to Danaher Corporation for $428.1 million in cash, excluding transactions costs, and recorded a gain of $37.3 million during the year ended December 31, 2010; and

- In October 2010, the Company acquired Ion Torrent Systems Incorporated (Ion Torrent), a business that has developed a method of DNA sequencing through the use of semiconductor technology, resulting in a sequencing system that is simpler, faster, less expensive and more scalable than other sequencing technologies.

The Company is a global life sciences company dedicated to improving the human condition. The Company's systems, consumables and services enable scientific researchers and commercial markets to accelerate scientific exploration, leading to discoveries and developments that better the quality of life. The Company's products are also used in forensics, food and water safety and animal health testing and other industrial applications.

The Company delivers a broad range of products and services, including systems, instruments, reagents, software, and custom services. The Company's growing portfolio of products includes innovative technologies for PCR, sample preparation, cell culture, RNA interference analysis, functional genomics research, proteomics and cell biology applications, as well as clinical diagnostic applications, forensics, animal, food, pharmaceutical and water testing analysis. The Company also provides its customers convenient purchasing options through thousands of sales and service professionals, e-commerce capabilities and onsite supply center solutions.

More detailed information about the Company and its activities is available on the Company's website (www.lifetechnologies.com), its Annual Report on Form 10-K (Exhibit VII), its Quarterly Reports on Form 10-Q (Exhibit X) and on the reports on Form 8-K (Exhibit VIII).

B.2 Research and development - patents and trademarks

The Company has a strong history of refining pioneering technology to create novel products for biosciences research through the combination of expertise in biology, chemistry and engineering. The Company continues to build on that legacy by generating innovative products across a broader continuum of discovery, development, and validation for the life sciences enterprise. In 2010, the Company launched nearly 1,000 new products in fields ranging from genomic analysis to cell biology to human identification and diagnostics. The Company invested $375.5 million, $337.1 million and $142.5 million in research and development in the years 2010, 2009 and 2008, respectively.

As of December 31, 2010, the Company had approximately 1,250 employees engaged in research and development activities in the United States, Japan, Israel, Singapore, India, Ireland, Germany and Norway. The Company also continues to maintain a comprehensive network of collaborators and scientific advisors across the globe. Its research and development activities are focused in segments where the Company is a leader, and in emerging growth areas in which the Company can utilize its expertise in instrumentation, reagent and consumable solutions to develop new market opportunities.

B.3 Particular provisions of the bylaws

The Company's annual meeting of shareholders is held for the purpose of electing directors and conducting other business as may properly come before the meeting and shall be held each year. The last shareholders' meeting was held on April 28, 2011.

B.4 Board of Directors (as per October 24, 2011)

Name	*Age*
Gregory T. Lucier	47
Raymond V. Dittamore	68
Per A. Peterson, Ph.D.	67
Donald W. Grimm	69
Balakrishnan S. Iyer	55
Bradley G. Lorimier	66
David C. U'Prichard, Ph.D.	63
Ronald A. Matricaria	68
Arnold J. Levine, Ph.D.	72
George F. Adam, Jr.	65
William H. Longfield	73
Ora H. Pescovitz M.D.	55

B.5 Executive Officers (as per October 24, 2011)

Name	*Function*
Gregory T. Lucier	Chairman and Chief Executive Officer
Mark P. Stevenson	President and Chief Operating Officer
David F. Hoffmeister	Senior Vice President, Chief Financial Officer
John A. Cottingham	Chief Legal Officer, and Secretary
Peter M. Leddy, Ph.D.	Senior Vice President, Global Human Resources
Kelli A. Richard	Chief Accounting Officer

To the extent that such activity is required to be disclosed in Exhibits VII or IX or in any other filing with the U.S. Securities and Exchange Commission, for at least the previous five years, none of the directors or executive officers of the Company has:

(a) been convicted in relation to fraudulent offences;

(b) been associated with any bankruptcies, receiverships or liquidations when acting in their capacity of directors or executive officers of the Company; or

(c) been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

There are no family relationships between any of the directors and the executive officers listed above.

As indicated in the Company's Annual Report on Form 10-K (Exhibit VII), the Company has adopted "Corporate Governance Principles", the full text of which is available on the Company's website, at www.lifetechnologies.com under the "Investor Relations – Corporate Governance – Philosophy" captions. This item is available in print (free of charge) to any shareholder who requests it from the Associate General Counsel, Life Technologies Corporation, 5791 Van Allen Way, Carlsbad, CA 92008, United States of America, telephone 760-603-7200 or toll free 1-800-955-6288.

C. Financial information concerning the Company

C.1 Statutory auditors

The statutory auditors of the Company over the fiscal years ended on December 31, 2010, December 31, 2009 and December 31, 2008 were Ernst & Young LLP, 501 West Broadway, Suite 1100, San Diego, CA 92101, United States of America. The accounts for those years, prepared in accordance with the U.S. GAAP, were audited, and the audit reports contained no qualification. The audit reports for the relevant fiscal years are annexed as Exhibit XI.

C.2 Share capital

As per September 30, 2011 the Company's authorized capital shares consisted of (i) common stock, 400,000,000 shares authorized at US$0.01 par value, (ii) preferred stock, 6,405,884 shares authorized at US$0.01 par value. As per September 30, 2011 the Company had 210,939,849 common shares outstanding, with a par value of US$0.01 per share.

The aggregate market value of voting and non-voting stock held by non-affiliates of the Company as of September 30, 2011 was US$ 8,772,988,320 (based upon a closing price of US$ 41.59 per share).

There are no shareholders in the Company that, directly or indirectly, singly or jointly, exercise or are capable of exercising control over the Company.

As of September 30, 2011, to the Company's knowledge, the following shareholders of the Company beneficially owned 5% or more of its Shares:

- Glenview Capital Management LLC, 767 Fifth Avenue, New York, NY 10153, United States of America: 7.5%

- PRIMECAP Management Co., 225 South Lake Avenue, Suite 400, Pasadena, CA, United States of America: 6.0%

- Capital Research Global Investors, 333 South Hope Street, 55th floor , Los Angeles, CA 90071, United States of America: 5.4%

- The Vanguard Group, Inc., P.O. Box 2600, Valley Forge, PA 19482-2600, United States of America: 5.28%

For the fiscal years ended on December 31, 2010, December 31, 2009 and December 31, 2008, no third parties have attempted a public takeover bid on the Company, by purchase or exchange of Shares of the Company.

C.3 Key financial data

The key financial data (in U.S. GAAP) of the Company as per the fiscal years ended on December 31, 2010, December 31, 2009 and December 31, 2008 are set forth hereafter:

LIFE TECHNOLOGIES CORPORATION
CONSOLIDATED BALANCE SHEETS
(In thousands, except par value and share data)

		December 31,	
	2010	**2009**	**2008**
ASSETS			
Current assets:			
Cash and cash equivalents	$ 813,569	$ 596,587	$ 335,930
Short-term investments	23,079	10,766	-
Restricted cash and investments	18,153	40,721	112,387
Trade accounts receivable, net of allowance for doubtful accounts of $10,389 and $10,809, respectively	587,456	591,058	580,907
Inventories, net	323,318	353,222	420,029
Deferred income tax assets	90,947	19,822	25,563
Prepaid expenses and other current assets	190,003	183,988	137,355
Total current assets	2,046,525	1,796,164	1,612,171
Long-term investments (includes none and $34,800 measured at fair value, respectively)	22,448	380,167	490,853
Property and equipment, net	847,984	829,032	748,056
Goodwill	4,372,073	3,783,806	3,574,779
Intangible assets, net	2,040,175	2,071,607	2,291,767
Deferred income tax assets	26,752	106,562	-
Other assets	130,242	148,402	181,133
Total assets	$ 9,486,199	$ 9,115,740	$ 8,898,759
LIABILITIES AND EQUITY			
Current liabilities:			
Current portion of long-term debt	$ 347,749	$ 481,701	$ 80,000
Accounts payable	174,449	237,250	204,279
Restructuring accrual	9,326	26,548	69,099
Deferred compensation and related benefits	202,229	244,625	231,851
Deferred revenues and reserves	109,981	129,035	81,166
Accrued expenses and other current liabilities	248,661	203,139	235,418
Accrued income taxes	53,990	63,425	105,429
Total current liabilities	1,146,385	1,385,723	1,007,242

Long-term debt	2,727,624	2,620,089	3,396,420
Pension liabilities	145,298	155,934	201,833
Deferred income tax liabilities	557,982	693,256	674,215
Income taxes payable	114,726	118,084	65,128
Other long-term obligations	356,155	115,986	97,383
Total liabilities	5,048,170	5,089,072	5,442,221
Commitments and contingencies			
Stockholders' equity:			
Preferred stock; $0.01 par value, 6,405,884 shares authorized; no shares issued or outstanding	-	-	-
Common stock; $0.01 par value, 400,000,000 shares authorized; 207,243,588 and 196,297,725 shares issued, respectively	2,072	1,963	1,896
Additional paid-in-capital	5,222,859	4,784,786	4,508,259
Accumulated other comprehensive income (loss)	96,612	51,968	-98,807
Retained earnings	532,499	154,204	9,610
Less cost of treasury stock; 24,992,450 shares and 16,214,572 shares, respectively	-1,419,966	-966,253	-964,420
Total Life Technologies stockholders' equity	4,434,076	4,026,668	3,456,538
Noncontrolling interest	3,953	-	-
Total equity	4,438,029	4,026,668	3,456,538
Total liabilities and equity	$ 9,486,199	$ 9,115,740	$ 8,898,759

LIFE TECHNOLOGIES CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	For the Years Ended December 31,		
	2010	**2009**	**2008**
Revenues	$ 3,588,094	$ 3,280,344	$ 1,620,323
Cost of revenues	1,188,199	1,173,057	592,696
Purchased intangibles amortization	293,754	282,562	86,875
Gross profit	2,106,141	1,824,725	940,752
Operating expenses:			
Selling, general and administrative	1,023,179	987,116	499,312
Research and development	375,465	337,099	142,505
Purchased in-process research and development	1,650	1,692	93,287
Business consolidation costs	93,450	112,943	38,647
Total operating expenses	1,493,744	1,438,850	773,751
Operating income	612,397	385,875	167,001
Other income (expense):			
Interest income	4,266	4,698	24,595
Interest expense	-152,322	-192,911	-85,061
Loss on early extinguishment of debt	-54,185	-12,478	-
Gain on divestiture of equity investments	37,260	-	-
Other income (expense), net	-5,864	9,362	5,704
Total other expense, net	-170,845	-191,329	-54,762
Income before provision for income taxes	441,552	194,546	112,239
Income tax provision	-63,694	-49,952	-107,883
Net income from continuing operations	377,858	144,594	4,356
Net income from discontinued operations (net)	-	-	1,358
Net income	377,858	144,594	5,714
Net loss attributable to noncontrolling interests	437	-	-
Net income attributable to Life Technologies	$ 378,295	$ 144,594	$ 5,714
Basic earnings per common share attributable to Life Technologies:			

Net income from continuing operations	$ 2.06	$ 0.82	$ 0.05
Net income from discontinued operations	$ -	$ -	$ 0.01
Net income	$ 2.06	$ 0.82	$ 0.06
Diluted earnings per common share attributable to Life Technologies:			
Net income from continuing operations	$ 1.99	$ 0.80	$ 0.04
Net income from discontinued operations	$ -	$ -	$ 0.01
Net income	$ 1.99	$ 0.80	$ 0.05
Weighted average shares used in per share calculations:			
Basic	183,398	175,872	99,229
Diluted	190,591	181,415	103,685

See accompanying notes on page 60 and following of the Company's Annual Report on Form 10-K for fiscal year ended December 31, 2010 (Exhibit VII) for additional information.

Quarterly results (such as the results of the third quarter of the current fiscal year – Exhibit X) are published on the Company's Quarterly Reports on Form 10-Q, which are available on the Company's website (www.lifetechnologies.com, under the "Investor Relations – SEC filings").

The cost of the stock based compensation for U.S. GAAP accounting purposes is elaborated upon in the Company's Annual Report on Form 10-K for fiscal year ended December 31, 2010 (Exhibit VII). In addition, the Company has incurred legal costs of approximately US$ 55,000 to implement this prospectus in order to offer securities under the 2010 ESPP, the 2009 EIP and/or the 2012 EIP to eligible employees of its subsidiaries in the EEA.

The Company has never declared or paid any cash dividends on its common stock and currently does not anticipate paying such cash dividends. It currently anticipates that it will retain all of its future earnings for use in the development and expansion of its business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of its board of directors and will depend upon the results of operations, financial conditions, tax laws and other factors as the board of directors of the Company, in its direction, deems relevant.

C.4 Risk factors

The risk factors to be taken into consideration when participating in the Company's 2010 ESPP, the 2009 EIP, and/or the 2012 EIP consist, on the one hand, of risks related to the participation in the 2010 ESPP, the 2009 EIP and/or the 2012 EIP itself, and, on the other hand, risks related to the Company's business.

A full description of the risks factors can be found in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Exhibit VII, Item 1A. , pages 12-25). This section C.4 contains a summary of such risk factors.

The risks related to the participation itself in the Company's 2010 ESPP, the 2009 EIP and/or the 2012 EIP can be summarized as follows:

- Participation in the 2010 ESPP, the 2009 EIP and/or the 2012 EIP is subject to the same risks as inherent to any investment in shares (such as a change of the stock exchange price of the shares).

- Participation in the 2010 ESPP, the 2009 EIP and/or the 2012 EIP is subject to a currency risk (*e.g.* USD/EUR or USD/Sterling pound) that could adversely affect the foreseen profit resulting from the participation in the 2010 ESPP, the 2009 EIP and/or the 2012 EIP.

- The possible tax and/or social security consequences of the participation in the 2010 ESPP, the 2009 EIP and/or the 2012 EIP could adversely affect the foreseen profit resulting from the participation in the 2010 ESPP, the 2009 EIP and/or the 2012 EIP.

The risks related to Company's business, that may affect its future results, can be summarized as follows:

(i) Risks related to the growth of the Company's business:

- The Company must continually offer new products and services;

- The Company's future growth depends in part on its ability to acquire new products, services and technologies through additional acquisitions, which may absorb significant resources and may not be successful;

- The Company may not successfully manage its current and future divestitures, and, as a result, may not achieve some or all of the expected benefits of such divestitures;

- The Company faces significant competition;

- Consolidation trends in both the Company's market and that of its customers have increased competition;

- Adverse conditions in the global economy and disruption of financial markets may significantly harm its revenue, profitability and results of operations;

- The Company may need additional financing in the future to meet its capital needs or to make opportunistic acquisitions and such financing may not be available on favorable terms, if at all, and may be dilutive to existing stockholders;

- A significant portion of the Company's sales are dependent upon its customers' capital spending policies and research and development budgets, and government funding of research and development programs at universities and other organizations, which are subject to significant and unexpected decreases;

- Some of the Company's customers are requiring it to change its sales arrangements to lower their costs which may limit its pricing flexibility and harm its business.

(ii) Risks related to the development and manufacturing of the Company’s products:

- The Company’s business depends on its ability to license new technologies from others;
- The Company must be able to manufacture new and improved products to meet customer demand on a timely and cost-effective basis;
- The Company’s business could be harmed if it loses rights to technologies that it has licensed from others;
- Violation of government regulations or quality programs could harm demand for the Company’s products or services, and the evolving nature of government regulations could have an adverse impact on its business;
- The Company relies on other companies for the manufacture of some of its products and supply certain components of the products it manufactures on its own which may hinder its ability to satisfy customer demand.

(iii) Risks related to the Company’s operations:

- Loss of key personnel may adversely affect the Company’s business;
- The Company has substantial indebtedness, which could adversely affect its cash flows, business and financial condition;
- The Company’s credit facilities contain restrictions that limit its flexibility in operating its business;
- The Company could incur more indebtedness, which may increase the risks associated with its substantial leverage, including its ability to service its indebtedness and pay dividends on its common stock;
- The Company could lose the tax deduction for interest expense associated with its convertible senior notes due in 2024 and the convertible senior notes due in 2025;
- The Company’s federal, state and local income tax returns may, from time to time, be selected for audit by the taxing authorities or affected by a change in interpretation in legislation, either of which may result in tax assessments, penalties or other results;
- Tax legislation initiatives could adversely affect the Company’s results of operations and financial condition;
- The Company’s business, particularly the development and marketing of information-based products and services, depends on the continuous, effective, reliable, and secure operation of its computer hardware, software and Internet applications and related tools and functions;

- Business disruptions could seriously harm the Company's future revenue and financial condition and increase its costs and expenses.

(iv) Risks related to the Company's international operations:

- The Company is subject to risks associated with doing business outside of the United States.

(v) Risks related to the Company's intellectual property:

- The Company may not be able to effectively and efficiently protect and enforce its proprietary technology;

- The Company is currently, and could in the future be, subject to lawsuits, arbitrations, investigations, and other legal actions with private parties and governmental entities, particularly involving claims for infringement of patents and other intellectual property rights, and the Company may need to obtain licenses to intellectual property from others;

- Disclosure of trade secrets could cause harm to the Company's business;

- Some of the intellectual property that is important to the Company's business is owned by other companies or institutions and licensed to it, and legal actions against them could harm the Company's business.

(vi) Risks related to environmental, product liability and litigation issues:

- Risks related to handling of hazardous materials and other regulations governing environmental safety and workplace safety;

- Potential product liability and other litigation claims could cause harm to the Company's business.

(vii) Risks related to the market for the Company's securities:

- Operating results and the market price of the Company's stock, convertible senior notes and senior unsecured notes could be volatile;

- The stock price may fluctuate;

- Certain provisions in the Company's restated certificate of incorporation and sixth amended and restated bylaws, and of Delaware law, may prevent or delay an acquisition of the Company, which could decrease the trading price of its common stock.

II. Risk factors

The risk factors to be taken into consideration when participating in the Company's 2010 ESPP, the 2009 EIP and/or the 2012 EIP consist, on the one hand, of risks related to the participation of the 2010 ESPP, the 2009 EIP and/or the 2012 EIP itself, and, on the other hand, risks related to the Company's business.

The risks related to the participation itself in the Company's 2010 ESPP, the 2009 EIP and/or the 2012 EIP can be summarized as follows:

- Participation in the 2010 ESPP, the 2009 EIP and/or the 2012 EIP is subject to the same risks as inherent to any investment in shares (such as a change of the stock exchange price of the shares).

- Participation in the 2010 ESPP, the 2009 EIP and/or the 2012 EIP is subject to a currency risk (e.g. USD/EUR or USD/Sterling pound) that could adversely affect the foreseen profit resulting from the participation in the 2010 ESPP, the 2009 EIP and/or the 2012 EIP.

- The possible tax and/or social security consequences of the participation in the 2010 ESPP, the 2009 EIP and/or the 2012 EIP could adversely affect the foreseen profit resulting from the participation in the 2010 ESPP, the 2009 EIP and/or the 2012 EIP.

Information concerning the risk factors related to the Company's business, that may affect future results of the Company, is reported in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Exhibit VII).

III. Information on the offers and dilution resulting therefrom

Information concerning the offers, including offer statistics, the method and expected timetable and admission to trading details, is or will be laid down in the Life Technologies Corporation 2010 Employee Stock Purchase Plan (Exhibit I), the First Amendment to the Life Technologies Corporation 2010 Employee Stock Purchase Plan (effective as of August 1, 2010) (Exhibit II), the Second Amendment to the Life Technologies Corporation 2010 Employee Stock Purchase Plan (adopted on July 1, 2011) (Exhibit III), Life Technologies Corporation 2010 Employee Stock Purchase Plan – Sub-Plan for the United Kingdom (Exhibit IV), the Life Technologies Corporation 2009 Equity Incentive Plan (Exhibit V) and the Life Technologies Corporation 2012 Equity Incentive Plan (Exhibit VI) in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Exhibit VII) and in the Company's future Annual Reports.

Maximum Dilution

The Shares under the 2010 ESPP are offered pursuant to this prospectus to approximately 1,350 Eligible Employees of certain EEA subsidiaries of the Company via offering periods the consist of two purchase periods commencing on February 1 and August 1. Further, employees who elect to participate in the 2010 ESPP may contribute 1% to 15% of their eligible compensation towards the purchase of Shares, with the maximum number of Shares that can be acquired during any offering period equal to the lesser of (1) the number of whole Shares determined by dividing US$ 25,000 by the fair market value of a Share on the applicable offering date, reduced by the aggregate purchase price of any Share purchased during any offering period(s) which occurred during the same calendar year, or (2) 2,500 Shares, reduced by the number of Shares purchased during any concurrent offering period(s).

On the basis that each of the 1,350 Eligible Employees acquired the maximum 2,500 Shares between the purchase periods running from February 1, 2011 to July 31, 2012 and August 1, 2012 to January 31, 2013, the maximum number of Shares offered pursuant to this prospectus would amount to 3,375,000 Shares (1,350 employees multiplied by 2,500 Shares).

Based on the above assumptions, the holdings of a stockholder of the Company currently holding 1% of the total outstanding share capital of the Company as of September 30, 2011 i.e., 2,109,398 Shares, and who is not an employee participating in the offer, would be diluted as indicated in the following table:

	Percentage of the total outstanding shares	Total number of outstanding shares
Before the offering	1.00%	210,939,849
After issuance of 3,375,.000 Shares under the 2010 ESPP	0.984%	214,314,849

IV. Key information on the Company's financial condition, capitalization and indebtedness, working capital and risk factors

Information concerning the Company's financial condition, including selected financial data, information on capitalization and indebtedness and a description of the risk factors is laid down in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Exhibit VII), the Definitive Proxy Statement on Form DEF 14A (Exhibit IX) and in the Company's last Reports on Form 8-K (Exhibit VIII). The reasons for the offer and the use of proceeds are described in I.A above.

The table below reflects the capitalization and indebtedness of the Company as of September 30, 2011.

STATEMENT OF CAPITALIZATION AND INDEBTEDNESS AS OF SEPTEMBER 30, 2011

Capitalization and Indebtedness (in thousands of US$, unaudited)

Total Current debt	$ 445,732
- Guaranteed	–
- Secured	–
- Unguaranteed / Unsecured	445,732
Total Non-Current debt (excluding current portion of long-term debt)	$ 2,298,072
- Guaranteed	–
- Secured (capital leases)	5,403
- Unguaranteed / Unsecured	2,292,669
Stockholders' equity	

a. Share Capital and Additional Paid-in Capital	5,415,922
b. Legal Reserve	–
c. Total Other Reserves	(842,965)
- Accumulated other comprehensive income	125,736
- Retained earnings	817,923
- Treasury stock	(1,786,624)
Total Life Technologies stockholders' equity	$ 4,572,957

Net Indebtedness (in thousands of US$, unaudited)

A.+ B.	Cash and cash equivalents	$ 594,216
C.	Short-term Investments	24,697
D.	**Liquidity** (A) + (B) + (C)	**$ 618,913**
E.	**Current Financial Receivable**	–
F.	Current Bank debt	–
G.	Current portion of non-current debt	**445,732**
H.	Other current financial debt	–
I.	**Other Financial Debt** (F) + (G) + (H)	**445,732**
J.	**Net Current Financial Indebtedness** (I) – (E) – (D)	**$ 173,181**
K.	Non-current Bank loans	–
L.	Bonds Issued	2,292,669
M.	Other non-current loans (capital leases)	5,403
N.	**Non-current Financial Indebtedness** (K) + (L) + (M)	**$ 2,298,072**
O.	**Net Financial Indebtedness** (J) + (N)	**$ (2,124,891)**

The Company believes that its current cash and cash equivalents, investments, cash provided by operations and cash available from bank loans and lines of credit will satisfy the Company's working capital requirements, debt obligations and capital expenditures for the foreseeable future and at least for the next twelve months (see the Company's Definitive Proxy Statement on Form DEF 14A (Exhibit IX, page 33)).

V. Information on the Company

Information on the Company, including its history and development, a business overview, its organizational structure and information concerning its property, plants and equipment is laid down in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Exhibit VII).

VI. Operating and financial review and prospects

Information concerning the Company's operating results, its liquidity and capital resources, research and development, patents and licenses, trends, etc. is laid down in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Exhibit VII) and in the Company's last Reports on Form 8-K (Exhibit VIII).

VII. Directors, senior management and employees

Information concerning the Company's directors and senior management, their remuneration, Board practices, the Company's employees and concerning share ownership is laid down in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Exhibit VII) and in the Company's Definitive Proxy Statement on Form DEF 14A (Exhibit IX). The information concerning share ownership is laid down in the Company's Definitive Proxy Statement on Form DEF 14A (Exhibit IX, pages 42-43). A description of the arrangements for involving the employees in the capital is laid down in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Exhibit VII, pages 95-99).

VIII. Major shareholders and related party transactions

Information concerning major shareholders of the Company, related party transactions and information concerning interests of experts and advisers is laid down in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Exhibit VII) and in the Company's Definitive Proxy Statement on Form DEF 14A (Exhibit IX).

IX. Additional information

More detailed information about the Company's businesses, as well as the contact information for the different subsidiaries, is available on the Company's website (www.lifechnologies.com).

The Annual Report on Form 10-K for fiscal years ending December 31, 2010, December 31, 2009 and December 31, 2008, as well as Quarterly Reports on Form 10-Q, Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are also made available on the Company's website (www.lifetechnologies.com under the "Investor Relations – SEC filings" captions) after the Company electronically files such materials with, or furnishes them to, the SEC.

Required filings by the Company's officers and directors and certain third parties with respect to transactions or holdings in Company Shares are also made available on the Company's website, as are proxy statements for the Company's shareholder meetings. These filings may also be read and copied at the SEC's Public Reference Room at 100F Street, NE, Room 1580 Washington, D.C. 20549. The SEC also maintains an internet site (www.sec.gov) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

Information about the Company's Board and Board Committees, including Committee charters, is available on the Company's website (www.lifetechnologies.com under the "Investor Relations – Corporate Governance" captions). This information is also available in print (free of charge) to any shareholder who requests it from the Company's Investor Relations department.

EXHIBITS

EXHIBIT I – LIFE TECHNOLOGIES CORPORATION 2010 EMPLOYEE STOCK PURCHASE PLAN

EXHIBIT II – FIRST AMENDMENT TO THE LIFE TECHNOLOGIES CORPORATION 2010 EMPLOYEE STOCK PURCHASE PLAN (EFFECTIVE AS OF AUGUST 1, 2010)

EXHIBIT III – SECOND AMENDMENT TO THE LIFE TECHNOLOGIES CORPORATION 2010 EMPLOYEE STOCK PURCHASE PLAN (ADOPTED ON JULY 1, 2011)

EXHIBIT IV – LIFE TECHNOLOGIES CORPORATION 2010 EMPLOYEE STOCK PURCHASE PLAN – SUB-PLAN FOR THE UNITED KINGDOM

EXHIBIT V – LIFE TECHNOLOGIES CORPORATION 2009 EQUITY INCENTIVE PLAN

EXHIBIT VI – LIFE TECHNOLOGIES CORPORATION 2012 EQUITY INCENTIVE AWARD PLAN [DRAFT]

EXHIBIT VII - ANNUAL REPORT ON FORM 10-K
FOR FISCAL YEAR ENDED DECEMBER 31, 2010
FILED BY LIFE TECHNOLOGIES CORPORATION, ON FEBRUARY 25, 2011

EXHIBIT VIII - LAST REPORTS ON FORM 8-K

EXHIBIT IX – DEFINITIVE PROXY STATEMENT ON FORM DEF 14A
FILED BY LIFE TECHNOLOGIES CORPORATION, ON MARCH 18, 2011

EXHIBIT X – QUARTERLY REPORT ON FORM 10-Q OF LIFE TECHNOLOGIES CORPORATION, FOR THE QUARTER ENDED SEPTEMBER 30, 2011

FILED BY LIFE TECHNOLOGIES CORPORATION, ON NOVEMBER 3, 2011

EXHIBIT XI – AUDIT REPORTS OF ERNST & YOUNG DATED FEBRUARY 25, 2011, FEBRUARY 26, 2010 AND FEBRUARY 27, 2009 FOR FISCAL YEARS ENDED ON DECEMBER 31, 2010, DECEMBER 31, 2009 AND DECEMBER 31, 2008

EXHIBIT XII – TAX AND SOCIAL SECURITY CONSEQUENCES OF PARTICIPATION IN THE PLANS

The following is intended to briefly summarize certain tax and social security consequences associated with the purchase of Shares of the Company's common stock under the Company's 2010 ESPP, the 2009 EIP and/or the 2012 EIP in Belgium, France, Germany, the Netherlands and the United Kingdom.

This discussion reflects the tax and other law as in effect on October 21, 2011. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time you are granted an award, acquire Shares or sell Shares you acquire under the 2010 ESPP and/or 2009 EIP and/or the 2012 EIP.

In addition, this summary is general in nature and does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation and the Company is not in a position to assure you of any particular tax result. **Accordingly, you are strongly advised to seek appropriate professional advice as to how the tax or other laws in your country apply to your specific situation.**

If you are a citizen or resident of another country than the country where you are employed by the Company, the information contained in this description may not be applicable to you.

1. Belgium

<u>**2010 ESPP**</u>

Enrollment in the 2010 ESPP
You are not subject to tax when a stock purchase right is granted to you under the 2010 ESPP (*i.e.*, when you subscribe to the 2010 ESPP).

Purchase of Shares
When Shares are purchased, you will be subject to personal income tax (at the normal progressive income tax rates) on the difference (or the "spread") between the fair market value of the Shares on the date of purchase and the purchase price.

<u>*Example:*</u>

- Purchase price: US$ 37.00
- Number of Shares purchased: 50
- Stock exchange price on the purchase date: US$ 43.00

You will be taxed on the difference between US$ 43.00 and US$ 37.00 (*i.e.*, US$ 6.00) times the number of Shares purchased (*i.e.*, 50) or 50 x US$ 6.00 = US$ 300.00 or EUR 213.00 (at an assumed exchange rate of US$ 1: EUR 0.71). This taxable amount, *i.e.*, US$ 300.00 or EUR 213.00 in the example, will be taxed at the normal progressive income tax rates. If you were, for instance, to be taxed at a 50% rate, the tax due will amount to US$ 150.00 or EUR 106.50 (at an assumed exchange rate of US$ 1: EUR 0.71).

If, however, you undertake to hold the Shares for a minimum period of two years as of their purchase pursuant to the specific undertaking form that is provided to Belgian participants by the Company, and actually hold the Shares during that period of time, the fringe benefit may be reduced, from a tax perspective, to the difference between 100/120th of the fair market value of the Shares on the purchase date and the amount you pay for the Shares.

Sale of Shares
When you subsequently sell the Shares that you purchased under the 2010 ESPP, you will normally not be subject to tax.

Dividends
If you hold Shares of Company stock and the Company declares a dividend on the Shares, you will be subject to tax on dividend payments that you receive. The dividends received will be subject to income tax in Belgium (at a rate of 15% or 25%, as the case may be potentially to be increased with communal taxes) and to U.S. federal income withholding tax (at a rate of 30%). You may be entitled to reduce U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in Belgium are provided, required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company).

Withholding and Reporting
If the Company does not charge the costs related to the 2010 ESPP to your local employer and if your local employer does not intervene in the 2010 ESPP, your local employer should not be required to withhold income tax or social insurance contributions at the time of the taxable event. Consequently, your employer should also not be required to report the taxable amount in your salary forms. It is, however, your responsibility and obligation to report the benefit in kind on your annual tax return and to pay any taxes resulting from the purchase of the Shares. In addition, you are obliged to report any security or bank account held outside Belgium on your annual income tax return.

Social Security
If the Company does not charge the cost of the 2010 ESPP to your local employer and if the possibility to participate in the 2010 ESPP is made at the sole discretion of the Company, social security contributions should normally not be due on the fringe benefit derived from the purchase of the Shares.

2009 EIP / 2012 EIP

General
You must make a choice as to whether you would like to accept the offer of the options, and, if so, whether you would like, based on the current interpretation of Belgian tax law by the Belgian Minister of Finance, to be taxed at the time of the offer of the options or at the time of the exercise of the options.

Grant

You will be subject to tax when options are offered to you under the 2009 EIP / 2012 EIP, if you accept the options in writing within 60 days of the offer date (*i.e*., the date on which you are sent written materials describing the material terms and conditions of your options). By accepting the options in writing within the 60-day period, you thus elect to be subject to tax at the time of grant, *i.e.*, the 60th day following the offer date.

The taxable amount is generally determined on a lump sum basis, *i.e.*, as a percentage of the value of the Share underlying the option. The taxable amount will amongst others depend on the number of options that you accept, the exercise period of the options and the fair market value of the Shares underlying your option.

Assuming that you undertake at the time of accepting the options (i) not to exercise the options prior to the end of the third calendar year following the calendar year of the offer date and (ii) not to transfer your options, the taxable amount will be 10% of the value of the underlying Shares on the offer date, plus the difference between the fair market value of the Shares on the offer date and the option price. However, if you can exercise your options prior to the end of the third calendar year following the calendar year of the offer date, or if you can transfer your options, the taxable amount will be 20% of the value of the underlying Shares on the offer date, plus the difference between the fair market value of the Shares on the offer date and the option price. In order to benefit from the 10% valuation rule, you should sign, at the time of accepting the options, the so-called “Additional Undertaking” and return such Additional Undertaking to the Company.

The value of the underlying Share on the offer date is equal to, at the election of the Company, (i) the closing price of the Share on the day preceding the offer date, or (ii) the average of the closing prices of the Share during the 30 days preceding the offer date.

The fringe benefit so obtained will be taxable at the normal progressive income tax rates, increased by communal taxes.

Example:

- Number of options: 100
- Exercise or purchase price: US$ 43.00
- Exercise period: 10 years
- Value of underlying Shares determined for income tax purposes: US$ 43.00

i) You commit (pursuant to the Additional Undertaking) at the time of accepting the options (i) not exercise the options prior to the end of the third calendar year following the calendar year of the offer date and (ii) not to transfer the options:

the fringe benefit will be equal to: 100 x 10% of US$ 43.00 = US$ 430.00 or EUR 305.30 (at an assumed exchange rate of US$ 1: EUR 0.71). This taxable amount, *i.e.*, US$ 430.00 or EUR 305.30 in the example, will be taxed at the normal progressive income tax rates. If you were, for instance, to be taxed at a 50% rate, the tax due will amount to US$ 215.00 or EUR 152.65 (at an assumed exchange rate of US$ 1: EUR 0.71).

ii) You do not commit (i) not to exercise the options prior to the end of the third calendar year following the calendar year of the offer date and (ii) not to transfer the options:

the fringe benefit will be equal to: 100 x 20% of US$ 43.00 = US$ 860.00 or EUR 610.60 (at an assumed exchange rate of US$ 1: EUR 0.71). This taxable amount, *i.e.*, US$ 860.00 or EUR 610.60 in the example, will be taxed at the normal progressive income tax rates. If you were, for instance, to be taxed at a 50% rate, the tax due will amount to US$ 430.00 or EUR 305.30 (at an assumed exchange rate of US$ 1: EUR 0.71).

Vesting
You are not subject to tax when you vest in your options.

Exercise
If you have opted to be taxed at grant (see above), you will not be subject to any additional income tax liability when you exercise your options, provided you do not exercise your options prior to the end of the third calendar year following the calendar year of the offer date and you do not transfer your options (*i.e.*, if you continue to comply with your Additional Undertaking). If you were to exercise your options prior to the end of the third calendar year of the offer date, or if you would transfer your options (*i.e.*, you have signed an Additional Undertaking at the time of accepting the options, but at a later stage you no longer comply with the Additional Undertaking), you will be subject to an additional tax liability equal to the difference between the aforementioned 10% and 20% valuation. This additional benefit will be taxed at the normal progressive income tax rates, increased by communal taxes.

If you have not opted to be taxed at grant, you will, according to the current interpretation of Minister of Finance, normally be subject to tax at exercise. This will be the case if you have accepted the options after the 60th day following the offer date. By accepting after such 60th day, you thus elect to be taxed at exercise. The taxable fringe benefit will normally be equal to the difference between the fair market value of the Shares at time of exercise and the exercise or purchase price (*i.e.*, the “spread”). This benefit will be taxable at the normal progressive income tax rates, increased by communal taxes.

Example:

- Number of options: 100
- Exercise or purchase price: US$ 40.00
- Value of a Share at the time of exercise: US$ 43.00

The fringe benefit will be equal to: 100 x US$ 3.00 = US$ 300.00 or EUR 213.00 (at an assumed exchange rate of US$ 1: EUR 0.71). This taxable amount, *i.e.*, US$ 300.00 or EUR 213.00 in the example, will be taxed at the normal progressive income tax rates. If you were, for instance, to be taxed at a 50% rate, the tax due will amount to US$ 150.00 or EUR 106.50 (at an exchange rate of US$ 1: EUR 0.71).

Sale of Shares
If you acquire Shares upon exercise, you should not be subject to capital gains tax when you subsequently sell the Shares.

Dividends
If you hold Shares and the Company declares a dividend on the Shares, you will be subject to tax on the dividend payments that you receive. The dividends received will be subject to income tax

in Belgium (at a rate of 15% or 25%, as the case may be, potentially to be increased with communal taxes) and to U.S. federal income withholding tax (at a rate of 30%). You may be entitled to reduce U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in Belgium are provided, required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company).

Withholding and Reporting

If you elect to be taxed at grant, *i.e.*, you accept your options in writing within 60 days as of the offer date, your employer will report the taxable fringe benefit on your salary forms 281.10. If the Company does not charge the costs related to the 2009 EIP / 2012 EIP to your local employer, and if your employer does not intervene in the grant of the options, your local employer should normally not be obliged to impose a withholding tax. You are, however, always obliged to report the taxable amount on your annual income tax return for the year in which the 60^{th} day following the offer occurred.

If you elect to be taxed at exercise, *i.e.*, you accept your options after the 60th day following the offer date, your employer should not be obliged to report the taxable fringe benefit on your salary forms 281.10 and should not be obliged to impose a withholding tax, if the Company does not charge the costs related to the 2009 EIP / 2012 EIP to your local employer and if your employer does not intervene in the grant of the options. You are, however, always obliged to report the taxable amount on your annual income tax return for the year in which you exercise the options.

You are obliged to report any security or bank account held outside Belgium on your annual income tax return.

Social Security

If the Company does not charge the cost related to the 2009 EIP / 2012 EIP to your local employer and because the grant of the options is made at the sole discretion of the Company, you should normally not be subject to social security contributions on the benefit you derive from your options (be it at grant or exercise).

2. France

2010 ESPP

Enrollment in the ESPP

You are not subject to tax or social security contributions when a stock purchase right is granted to you under the 2010 ESPP (*i.e.*, when you subscribe to the 2010 ESPP).

Purchase of Shares

The difference (or discount) between the fair market value of the Company's Shares on the date of purchase and the purchase price paid by you is treated as additional salary and subject to personal income tax up to 41% for income 2010. The additional salary will be subject to social security contributions paid by the employee up to 23% including the general social insurance contribution ("CSG") at a rate of 7.5% and to the contribution for the reimbursement of social insurance debt ("CRDS") at a rate of 0.5%. The additional salary will also be subject to social security contributions paid by the employer up to 46%.

The draft of the Finance Bill for 2012 provides for the maximum rate of the progressive taxation to remain at 41% for income 2011 and a new additional 3% taxation for income as from 500 K€ per single[1], and a 4% taxation for income as from 500 K€ per single. If adopted, this new tax would apply to all kind of income received in 2011. Tax payer shall review the details of the application of this new tax.

Dividends

Whether received in France or abroad, revenues on foreign securities received by French tax residents is subject to French personal income tax at your marginal rate after application of certain allowances. You may elect to pay a flat tax at a reduced rate on the gross amount of dividends received prior to each payment of dividends. Since such an election triggers some additional – sometimes adverse – consequences and is subject to strict formalities, you need review this matter before electing for such flat tax to be paid at the time of receipt of the dividends.

Any tax withheld in the United States (at a rate of 30% or at a reduced rate if you have filed the proper documents for such a reduced rate) gives rise to a tax credit in France up to the amount of French taxes corresponding to these revenues, if the required formalities are fulfilled pursuant to the August 31, 1994 convention, as amended, to eliminate double taxation, in force between France and the United States.

The dividends are also subject to additional French additional social taxes at a rate of 13.5% for 2011 income computed on the gross amount of the dividends.

Sale of Shares in 2011

If the market price of the Company's Share on the day you sell it is higher than the market price on the day you purchased the Share, you will realize a capital gain.

Any capital gain on sale of Shares will be taxed at a rate of 32.5% (income tax at a rate of 19% plus additional social taxes at a rate of 13.5%). In case of a capital loss, it could be offset against capital gains arising from the sale of Shares realized by you and your household of same nature during the year of sale and the ten following years. This capital loss cannot be offset against other kind of income.

The draft of the Finance Bill for 2012 provides for the maximum rate of the progressive taxation to remain at 41% for income 2011 and a new additional 3% taxation for income as from 500 K€ per single[2], and a 4% taxation for income as from 500 K€ per single. If adopted, this new tax would apply to all kind of income received in 2011. Tax payer shall review the details of the application of this new tax.

In addition, you must declare to the French tax authorities any bank and investment accounts opened, used or closed abroad during the fiscal year concerned. Also, if you transfer abroad or from a foreign source amounts, titles, securities without using the intermediary of financial

[1] For a couple, the taxation thresholds are 500 K€ and 1 M€.
[2] For a couple, the taxation thresholds are 500 K€ and 1 M€.

organizations (banks, Treasury, Banque of France, Caisse des Dépôts et Consignations), you should declare to the custom authorities each transaction for an amount equal or exceed to 10,000€ (for 2010).

Withholding and Reporting
Your employer is not required to withhold personal income tax on the discount when the Shares are purchased, provided that you are a French tax resident from the date of enrollment to the date of purchase of the Shares. However, because the income realized upon the purchase of the Shares is treated as additional salary under French social security and personal income tax laws, your employer is required to report this income on its annual declaration of salaries which is filed with the social security authorities and on your pay slip for the month of the purchase. Also, your employer will pay the employer's portion of social security contributions and withhold your portion of social security contributions due on the amount corresponding to the difference between the fair market value of the Company's Shares on the date of purchase and the purchase price paid by you. If the total amount of social security contributions to be withheld exceeds the legal amount of authorized withholding from your salary, you undertake to make satisfactory arrangements to pay the social security contributions for which you are liable. Alternatively, as you have authorized, the Company may withhold the applicable social security contributions from the Shares which you acquire on the purchase date.

As of April 1st 2011, withholding tax of French personal income tax will be required on the French source gain (French source discount) if you are not a French tax resident when you acquire the Shares.

The discount is also part of the taxable income that you must report on your personal income tax return to be filed with the French tax administration in the year following the year of purchase of the Shares. Shares purchased are included in your personal estate and must be declared to the French tax administration if the net amount of your personal estate (including your spouse and children under age 18) exceeds a certain amount at January 1st for the calendar year (1,300,000€ for 2011). If you realize a capital gain or loss or receive dividends, you must report such income on your personal income tax returns to be filed with the French tax administration, respectively, in the year following the year of sale of the Shares or the year following the year of the receipt of the dividends. Specific reporting and paying obligations arise in the case where you elect for the flat tax at reduced rate on dividends in which case you are responsible for reporting and paying this tax as well as the corresponding additional social taxes before the 15th of the month which follows the payment of dividends and - in principle and subject to certain conditions - after deduction of the tax credit corresponding to the amount of taxes paid in the United States.

2009 EIP / 2012 EIP (Non-Qualified Options)

Grant
You will not be subject to taxation nor social security contributions at the time the Company grants options to you under the 2009/ 2012 EIP.

Vesting
You are not subject to taxation nor social security contributions when you vest in your options.

Exercise
The difference (or spread) between the fair market value of the Company's Shares on the date you exercise your options and the exercise price paid by you is treated as additional salary for social security contributions and for personal income tax (up to 41% for income 2010) purposes. The spread will be subject to social security contributions paid by the employee up to 23% including the general social insurance contribution ("CSG") at a rate of 7.5% and to the contribution for the reimbursement of social insurance debt ("CRDS") at a rate of 0.5%. The spread will be subject to social security contributions up to 46% paid by the employer.

The draft of the Finance Bill for 2012 provides for the maximum rate of the progressive taxation to remain at 41% for income 2011 and a new additional 3% taxation for income as from 500 K€ per single[3], and a 4% taxation for income as from 500 K€ per single. If adopted, this new tax would apply to all kind of income received in 2011. Tax payer shall review the details of the application of this new tax.

Dividends
Whether received in France or abroad, income derived from foreign securities received by French tax residents is subject to French personal income tax at your marginal rate (up to 41% for 2010) after application of certain allowances. You may elect to pay a flat tax at a reduced rate of 19% on the gross amount of dividends received prior to each payment of dividends instead of being taxed at progressive tax rates of personal income tax. Since such an election triggers some additional – sometimes adverse – consequences and is subject to strict formalities, you need to review this matter before electing for such flat tax to be paid at the time of receipt of the dividends.

Any tax withheld in the United States (at a rate of 30% or at a reduced rate if you have filed the proper documents for such a reduced rate) gives rise to a tax credit in France up to the amount of French taxes corresponding to these revenues, if the required formalities are fulfilled pursuant to the August 31, 1994 convention, as amended, to eliminate double taxation, in force between France and the United States.

The dividends are also subject to additional French additional social taxes at a rate of 13.5% computed on the gross amount of the dividends.

Sale of Shares in 2011
If the net sale price of the Company's Share on the day you sell it is higher than the market price on the exercise date, you will realize a capital gain.

Any capital gain on sale of Shares will be taxed at the rate of 32.5 (19% personal income tax plus 13.5% additional social taxes). In case of a capital loss, it can be offset against the capital gain of same nature realized by you or your household during the year of sale and the ten following years. This capital loss cannot be offset against other kind of income.

The draft of the Finance Bill for 2012 provides for the maximum rate of the progressive taxation to remain at 41% for income 2011 and a new additional 3% taxation for income as from 500 K€ per single[4], and a 4% taxation for income as from 500 K€ per single. If adopted, this new tax

[3] For a couple, the taxation thresholds are 500 K€ and 1 M€.
[4] For a couple, the taxation thresholds are 500 K€ and 1 M€.

would apply to all kind of income received in 2011. Tax payer shall review the details of the application of this new tax.

In addition, you must declare to the French tax authorities any bank and investment accounts opened, used or closed abroad during the fiscal year concerned. Also, if you transfer abroad or from a foreign source amounts, titles, securities without using the intermediary of financial organizations (banks, Treasury, Banque of France, Caisse des Dépôts et Consignations), you should declare to the custom authorities each transaction for an amount equal or exceed to 10,000€ (for 2010).

Withholding and Reporting
Your employer is not required to withhold personal income tax when the Shares are purchased on the date of exercise, provided that you are a French tax resident. However, because the income realized upon the exercise of the Options is treated as additional salary under French social security and tax laws, your employer is required to report this income on its annual declaration of salaries which is filed with the social security authorities and on your pay slip for the month of the purchase. Also, your employer will pay the employer's portion of social security contributions and withhold your portion of social security contributions due on the amount corresponding to the difference between the fair market value of the Company's Shares on the date of exercise and the exercise price paid by you. If the total amount of social security contributions to be withheld exceeds the legal amount of authorized withholding from your salary, you undertake to make satisfactory arrangements to pay the social security contributions for which you are liable. Alternatively, as you have authorized, the Company may withhold the applicable social security contributions from the Shares which you acquire on the purchase date.

As of April 1st 2011, withholding tax of French personal income tax will be required on the French source gain if you are not a French tax resident when you exercise your Options.

The spread will also be included in the taxable income that you must report on your personal income tax return to be filed with the French tax administration in the year following the year of purchase. Shares purchased are included in your personal estate and must be declared to the French tax administration if the net amount of your personal estate (including your spouse and children under age 18) exceeds a certain amount at January 1st for the calendar year (1,300,000€ for 2011). If you realize a capital gain or loss or receive dividends, you must report such income on your personal income tax returns to be filed with the French tax administration, respectively, in the year following the year of sale of the Shares or the year following the year of receipt of the dividends. Specific reporting and paying obligations arises in the case where you elect for the flat tax at reduced rate on dividends in which case you are responsible for reporting and paying this tax as well as the corresponding additional social taxes before the 15th of the month which follows the payment of dividends and - in principle and subject to certain conditions - after deduction of the tax credit corresponding to the amount of taxes paid in the United States.

3. Germany

2010 ESPP

Enrollment in the ESPP
You are not subject to tax when a stock purchase right is granted to you under the 2010 ESPP (*i.e.*, when you subscribe to the 2010 ESPP).

Purchase of Shares
When Shares are purchased, you will be subject to income tax on the difference (or the "spread") between the fair market value of the Shares on the date of purchase and the purchase price. In addition, solidarity surcharge (5.5%) and church tax (up to 9%), if applicable, arise on the income tax owed. You will also be subject to social insurance contributions on the spread to the extent you have not already exceeded your applicable contribution ceiling.

You may be able to deduct up to EUR 360 from the spread per calendar year because the income results from the purchase of stock in the employer's parent company. It is recommended that you confirm the availability of this deduction with your personal tax advisor.

Sale of Shares
As a matter of principle, any capital gain realized at the sale of the Shares under the 2010 ESPP is subject to capital gains tax at a flat rate of 25% on the full gain realized (plus solidarity surcharge and church tax, if applicable). An amount of EUR 801 for single taxpayers or EUR 1,602 for married taxpayers filing jointly will be deducted from the entire investments income (including capital gains from the sale of shares acquired after December 31, 2008 and dividend income) earned in the particular tax year. The flat rate tax is to be withheld by the domestic bank where the Shares are held on a deposit account and which credits the proceeds from the sale on your account. The Company does not assume any responsibility to withhold German income tax, etc. on the capital gain. In case the flat rate taxation does not apply because the Shares are not held at a domestic financial institution, the income from the sale of the Shares must be reported by the participating employee in the personal income tax return and tax must be paid as determined by assessment. The income is, however, subject to the same tax rates as if the flat rate withholding taxation had applied. Moreover, the flat rate taxation does not apply to capital gains generated from the sale of Shares if the participating employee holds or has held at least 1% of the stated capital of the Company at any time during the last five years, or holds the shares as a business asset (*Betriebsvermögen*), which is rather unlikely in case of employees. In such circumstances, 60% of the capital gain realized will be taxed at the participating employee's ordinary income tax rate (plus solidarity surcharge and church tax, if applicable).

Dividends
When Shares are acquired under the ESPP, dividends may be paid with respect to these Shares if the Company, in its discretion, pays a dividend. The dividends received will be subject to income tax in Germany and to U.S. federal income withholding tax (at a rate of 30%, subject however to a potential reduction of the U.S. withholding tax under the applicable tax treaty). In Germany, dividends are subject to a flat rate tax of 25 percent on the full amount (plus solidarity surcharge and church tax, if applicable). An amount of EUR 801 for single taxpayers or EUR 1,602 for married taxpayers filing jointly will be deducted from the entire investments income (including capital gains from the sale of shares acquired after December 31, 2008 and dividend income) earned in the particular tax year. As a matter of principle, the flat tax is to be withheld by the domestic bank arranging for the dividend payment. The Company does not assume any responsibility to withhold German income tax, etc. on dividends. In case the flat rate taxation does not apply because the Shares are not held at a domestic financial institution, the dividend income must be reported by the participating employee in the personal income tax return and tax must be paid as determined by assessment. The income is, however, subject to the same tax rates as if the flat rate withholding taxation had applied. You may be entitled to a German tax credit for the U.S. withholding taxes paid provided certain conditions are met.

Withholding and Reporting
The local employer will withhold, report and pay income tax, solidarity surcharge and church tax to the competent authority when Shares are purchased for you under the ESPP. It is your responsibility to pay and report any tax due when you sell Shares acquired under the ESPP and if you receive dividends, unless the flat rate withholding tax on dividend income and capital gains applies..

Social security
The local employer will withhold employee social security contributions when the Shares are purchased (subject to applicable contribution ceilings). Furthermore, the local employer will report and pay employer's and employee's social security contributions to the competent authority when the income is obtained at the purchase of the Shares.

2009 EIP / 2012 EIP

Grant
You are not subject to tax at the time an option to purchase Shares is granted to you.

Vesting
You will not be taxed upon the vesting of an option to purchase Shares.

Exercise
The exercise of an option will give rise to tax being due on the "spread". The "spread" is the difference between your purchase or exercise price and the fair market value of the Shares acquired. The decisive date upon which the spread needs to be determined and taxation occurs is the date at which the Shares are transferred to you. The spread is included as ordinary income and taxable at your marginal tax rate.

Sale of Shares
As a matter of principle, any capital gain realized at the sale of the Shares under the 2009 EIP is subject to capital gains tax at a flat rate of 25% on the full gain realized (plus solidarity surcharge and church tax, if applicable). An amount of EUR 801 for single taxpayers or EUR 1,602 for married taxpayers filing jointly will be deducted from the entire investments income (including capital gains from the sale of shares acquired after December 31, 2008 and dividend income) earned in the particular tax year. The flat rate tax is to be withheld by the domestic bank where the Shares are held on a deposit account and which credits the proceeds from the sale on your account. The Company does not assume any responsibility to withhold German income tax, etc. on the capital gain. In case the flat rate taxation does not apply because the Shares are not held at a domestic financial institution, the income from the sale of the Shares must be reported by the participating employee in the personal income tax return and tax must be paid as determined by assessment. The income is, however, subject to the same tax rates as if the flat rate withholding taxation had applied. Moreover, the flat rate taxation does not apply to capital gains generated from the sale of Shares if the participating employee holds or has held at least 1% of the stated capital of the Company at any time during the last five years, or holds the shares as a business asset (*Betriebsvermögen*), which is rather unlikely in case of employees. In such circumstances, 60% of the capital gain realized will be taxed at the participating employee's ordinary income tax rate (plus solidarity surcharge and church tax, if applicable).

Dividends
When Shares are acquired under the 2009 EIP, dividends may be paid with respect to these Shares if the Company, in its discretion, pays a dividend. The dividends received will be subject to income tax in Germany and to U.S. federal income withholding tax (at a rate of 30%, subject however to a potential reduction of the U.S. withholding tax under the applicable tax treaty). In Germany, dividends are subject to a flat rate tax of 25 percent on the full amount (plus solidarity surcharge and church tax, if applicable). An amount of EUR 801 for single taxpayers or EUR 1,602 for married taxpayers filing jointly will be deducted from the entire investments income (including capital gains from the sale of shares acquired after December 31, 2008 and dividend income) earned in the particular tax year. As a matter of principle, the flat tax is to be withheld by the domestic bank arranging for the dividend payment. The Company does not assume any responsibility to withhold German income tax, etc. on dividends. In case the flat rate taxation does not apply because the Shares are not held at a domestic financial institution, the dividend income must be reported by the participating employee in the personal income tax return and tax must be paid as determined by assessment. The income is, however, subject to the same tax rates as if the flat rate withholding taxation had applied. You may be entitled to a German tax credit for the U.S. withholding taxes paid provided certain conditions are met.

Withholding and Reporting
The local employer will withhold, report and pay income tax, solidarity surcharge and church tax to the competent authority when Shares are purchased for you under the 2009 EIP. It is your responsibility to pay and report any tax due when you sell Shares acquired under the 2009 EIP and if you receive dividends, unless the flat rate withholding tax on dividend income and capital gains applies..

Social Security
The local employer will withhold employee social security contributions when the Shares are purchased (subject to applicable contribution ceilings). Furthermore, the local employer will report and pay employer's and employee's social security contributions to the competent authority when the income is obtained at the purchase of the Shares.

4. The Netherlands

2010 ESPP

Enrollment in the ESPP
When a stock purchase right is granted to you under the 2010 ESPP (*i.e.*, when you subscribe to the 2010 ESPP) no taxes are due in respect of such stock purchase right.

Purchase of Shares
You will be subject to tax when the right to purchase Shares under the 2010 ESPP becomes unconditional (*i.e*. at the moment you may no longer withdraw from the 2010 ESPP). This will likely occur at the time of purchase. You will be subject to income tax/wage withholding tax and social insurance contributions (in respect of the latter to the extent the employee has not already exceeded the applicable wage ceiling) on the difference between the fair market value of the Shares on the date of purchase and the purchase price. Due to the holding period of one (1) year, the fair market value of the Shares at purchase may be decreased with 2.5%.

Dividends
If you hold Shares of Company stock and the Company declares a dividend on the Shares, you will be subject to tax on the dividend payments you receive. Any dividends paid will be subject to U.S. federal income withholding tax (based on the Netherlands – United States tax treaty at a rate of 15%). Dividends are exempt from personal income tax in the Netherlands, provided you hold less than 5% of the Company's outstanding shares. You may be entitled to a tax credit against your Dutch personal income tax for the U.S. federal income tax withheld.

Investment Tax
In case you hold less than 5% of the Company's outstanding shares, you are subject to an investment yield tax of effectively 1.2% (*i.e.*, Box III income) on the balanced value of all assets (including shares of the Company) that you own on 1 January of each calendar year. An exemption is available for a portion of the value of the assets of EUR 20,785 (for 2011).

Sale of Shares
When you subsequently sell the Shares purchased under the 2010 ESPP, you will not be subject to any capital gains tax, provided you hold less than 5% of the Company's outstanding Shares.

Withholding and Reporting
Your employer will withhold and report any wage tax and social insurance contributions (if any) on the taxable amount at purchase. You will be personally responsible for paying the difference, if any, between the wage taxes withheld and the actual personal income tax liability. You also must report any taxable benefit derived from the 2010 ESPP on your personal income tax return.

2009 EIP / 2012 EIP

Grant
No tax is due upon grant of the options.

Vesting
No tax is due upon vesting of the options.

Exercise
You will be subject to tax at the time you exercise your options granted under the 2009 EIP / 2012 EIP. You will be subject to income tax/wage withholding tax and social insurance contributions (in respect of the latter to the extent the employee has not already exceeded the applicable wage ceiling) on the difference between the fair market value of the Shares on the date of exercise and the exercise price you paid for the shares (*i.e.* the spread).

Dividends
If you hold Shares of Company stock and the Company declares a dividend on the Shares, you will be subject to tax on the dividend payments you receive. Any dividends paid will be subject to U.S. federal income withholding tax (based on the Netherlands – United States tax treaty at a rate of 15%). Dividends are exempt from personal income tax in the Netherlands, provided you hold less than 5% of the Company's outstanding shares. You may be entitled to a tax credit against your Dutch personal income tax for the U.S. federal income tax withheld.

Investment Tax
In case you hold less than 5% of the Company's outstanding shares, you are subject to an

investment yield tax of effectively 1.2% (*i.e.*, Box III income) on the balanced value of all assets (including shares of the Company) that you own on 1 January of each calendar year. An exemption is available for a portion of the value of the assets of EUR 20,785 (for 2011)

Sale of Shares
When you subsequently sell the Shares acquired upon the exercise of your options granted under the 2009 EIP / 2012 EIP, you will not be subject to any capital gains tax, provided you hold less than 5% of the Company's outstanding Shares.

Withholding and Reporting
Your employer will withhold and report any wage tax and social insurance contributions (if any) on the taxable amount arising on the date you exercise your options. You will be personally responsible for paying the difference, if any, between the wage taxes withheld and the actual personal income tax liability. You also must report any taxable benefit derived from the 2009 EIP / 2012 EIP on your personal income tax return.

5. United Kingdom

<u>2010 ESPP</u>

Enrollment in the ESPP
You are not subject to income tax or National Insurance contributions ("NICs") when a stock purchase right is granted to you under the 2010 ESPP (*i.e.*, when you subscribe to the 2010 ESPP).

Purchase of Shares
When Shares are purchased, you will be subject to income tax and employee and employer NICs on the difference between the fair market value of the Shares on the date of purchase and the purchase price (the "discount"). Income tax on the discount will be due at your marginal income tax rate. Employee NICs will be due on the discount at a rate of 12% to the extent that your earnings exceed £139 per week (for the 2011/2012 tax year) but are less than the upper earnings limit of £817 per week (for the 2011/2012 tax year). To the extent you have exceeded the upper earnings limit, you will be subject to employee NICs at a rate of 2%* on the spread.

As a condition of your participation in the ESPP, you will also be required to enter into a Joint Election to assume your employing company's liability for employer NICs arising on the spread or otherwise in connection with your participation in the ESPP. Employer NICs are charged at a rate of 13.8%* on the spread. However, this amount is deductible against your income tax liability, meaning that the effective rate you will pay in respect of employer NICs is 8.28% if you are a higher rate (40%) taxpayer and 11.04% if you are a basic rate taxpayer.[5]

Generally, your employer will withhold income tax and employee and employer NICs when Shares are purchased for you under the 2010 ESPP by deductions from your salary or other payments due to you.

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[5] Based on 2011-2012 figures.

Please note that (in the event that there is no such withholding) you must reimburse your employer for the income tax due (in excess of the amount withheld from your salary or covered by the sale of Shares, if any) within 90 days of the date of purchase of your Shares to avoid further tax consequences. If you fail to pay this amount to your employer within that time limit you may be treated as having received a deemed benefit in kind equal to the amount of tax not paid to your employer and you will have to pay further tax on this benefit. In such case, your employer is not required to withhold tax on the benefit in kind, and you must include this in your self-assessment tax return for the tax year in which the purchase occurs.

Sale of Shares

When you subsequently sell the Shares that you purchased under the 2010 ESPP, any increase in value is treated as a capital gain upon which you may be subject to capital gains tax.

Capital gains tax is payable on capital gains from all sources in excess of the annual personal exemption in any tax year. For the tax year 6 April 2011 to 5 April 2012, this personal exemption is £10,600.

A capital gains tax rate of 28% is payable on the amount of any gain (or any parts of gains) realised that exceeds the upper limit of the income tax basic rate band when aggregated with the individual's cumulative taxable income and other chargeable gains. For the 2011/2012 tax year, the upper limit of the income tax basic rate band is £35,000. Below this limit, capital gains tax is payable at a rate of 18%.

If you sell your Shares in the Company within 30 days after acquiring them, your capital gain will be equal to the sale price less the fair market value of the Shares at the time of purchase.

If you sell your Shares in the Company more than 30 days after acquiring them, all your Shares of the same class, whether acquired pursuant to the 2010 ESPP or otherwise, will be treated as forming a single asset (a 'section 104 holding' or share pool), regardless of when you originally acquired them. The base cost of a Share in the share pool will be calculated on a pro rata basis, i.e. by adding together the costs of acquiring all the Shares in the share pool and then dividing that aggregate cost by the number of Shares. When you sell a Share from the share pool, any capital gain you make will be equal to the sale price less the pro rated base cost of that number of Shares.

Dividends

If you hold Shares of Company stock and the Company declares a dividend on the Shares, you will be subject to income tax on dividend payments that you receive. (No NICs are due on dividends.) The dividends received will be subject to income tax in the U.K. and to U.S. federal income withholding tax. You may be entitled to a UK tax credit for the U.S. taxes paid provided certain conditions are met.

Withholding and Reporting

Your employer will withhold income tax and employee and employer NICs when Shares are purchased for you under the ESPP by deductions from your salary or other payments due to you. As mentioned above, if the amount withheld is not sufficient to cover your actual liability, you are responsible for paying the difference to your employer and you must do so within 90 days of the date of purchase of the Shares to avoid further tax consequences.

You should report details of any liabilities arising from the Shares you acquire under the 2010 ESPP and Shares sold or disposed of, together with details of any dividend income, to the Revenue on your personal Revenue Self- Assessment Tax Return.

Social Security

Your employer will be responsible for accounting for employee and employer NICs and for paying them to the Revenue authorities through the Pay As You Earn ("PAYE") system. Generally, your employer will recover the amounts accounted for by deducting the amounts in respect of employee and employer NICs from your salary or other payments due to you.

2009 EIP / 2012 EIP (Unapproved Options)

Grant

No tax is due upon grant of the options.

Vesting

No tax is due upon vesting of the options.

Exercise

When you exercise the options granted to you under the 2009 EIP, you will be subject to income tax and employee and employer NICs on the difference (or "spread") between the fair market value of the Shares on the date of exercise and the exercise price you paid for the shares. The spread will be treated as employment income and will be subject to income tax at a rate of up to 50%. Employee NICs will be due on the spread at a rate of 12% to the extent that your earnings exceed £139 per week (for the 2011/2012 tax year) but are less than the upper earnings limit of £817 per week (for the 2011/2012 tax year). To the extent you have exceeded the upper earnings limit, you will be subject to employee NICs at a rate of 2%* on the spread.

As a condition to the grant of your options, you may be required to enter into a Joint Election to assume your employing company's liability for employer NICs arising on the spread. If this is the case, employer NICs are charged at a rate of 13.8%* on the spread. However, this amount is deductible against your income tax liability, meaning that the effective rate you will pay in respect of employer NICs is 8.28% if you are a higher rate (40%) taxpayer and 11.04% if you are a basic rate taxpayer.6

Generally, your employer will withhold income tax and employee and employer NICs when you exercise your options and purchase shares by deductions from your salary or other payments due to you.

Please note that (in the event that there is no such withholding) you must reimburse your employer for the income tax due (in excess of the amount withheld from your salary or covered by the sale of Shares, if any) within 90 days of the date of purchase of your Shares to avoid further tax consequences. If you fail to pay this amount to your employer within that time limit you may be treated as having received a deemed benefit in kind equal to the amount of tax not paid to your employer and you will have to pay further tax on this benefit. In such case, your

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[6] Based on 2011-2012 figures.

employer is not required to withhold tax on the benefit in kind, and you must include this in your self-assessment tax return for the tax year in which the purchase occurs.

Sale of Shares

When you subsequently sell or otherwise dispose of the Shares that you acquired upon exercise of your options granted under the 2009 EIP, any increase in value is treated as a capital gain upon which you may be subject to capital gains tax.

Capital gains tax is payable on capital gains from all sources in excess of the annual personal exemption in any tax year. For the tax year 6 April 2011 to 5 April 2012, this personal exemption is £10,600.

A capital gains tax rate of 28% is payable on the amount of any gain (or any parts of gains) realised that exceeds the upper limit of the income tax basic rate band when aggregated with the individual's cumulative taxable income and other chargeable gains. For the 2011/2012 tax year, the upper limit of the income tax basic rate band is £35,000. Below this limit, capital gains tax is payable at a rate of 18%.

If you sell your Shares in the Company within 30 days after acquiring them, your capital gain will be equal to the sale price less the fair market value of the Shares at the time of purchase.

If you sell your Shares in the Company more than 30 days after acquiring them, all your Shares of the same class, whether acquired pursuant to the 2009 EIP or otherwise, will be treated as forming a single asset (a 'section 104 holding' or share pool), regardless of when you originally acquired them. The base cost of a Share in the share pool will be calculated on a pro rata basis, i.e. by adding together the costs of acquiring all the Shares in the share pool and then dividing that aggregate cost by the number of Shares. When you sell a Share from the share pool, any capital gain you make will be equal to the sale price less the pro rated base cost of that number of Shares.

Dividends

If you hold Shares of Company stock and the Company declares a dividend on the Shares, you will be subject to income tax on dividend payments that you receive. (No NICs are due on dividends.) The dividends received will be subject to income tax in the U.K. and to U.S. federal income withholding tax. You may be entitled to a UK tax credit for the U.S. taxes paid provided certain conditions are met. You will be personally responsible for reporting any dividends received by you and paying the applicable taxes directly to HM Revenue and Customs through your annual self-assessment tax return

Withholding and Reporting

Your employing company will be required to withhold and account for the income tax and employee NICs due on exercise to HM Revenue and Customs.

In order for the shares to be delivered to you when you exercise the stock options, you must make arrangements satisfactory to the Company for the payment of all income tax and employee NICs required to be paid or withheld in connection with the exercise of the stock options. Without limitation to the above, unless you pay to the Company or your employing company the amount which is required to be withheld when you exercise your stock options, the Company and/or your employing company will be entitled, under the terms and conditions of the stock options granted to you, to withhold a sufficient number of shares which you would otherwise receive upon the exercise of the stock options, or to arrange for the sale of sufficient shares to meet the obligation to withhold or to withhold from the proceeds of the sale of the shares acquired upon exercise. Without prejudice to the above, the Company and/or your employing company may also recover the income tax and employee NICs from your salary or any other payments due to you, including from any bonus payable to you. The Company also reserves the right to ask you for the amounts due directly.

In general, your employing company in the United Kingdom will be obliged to report the spread arising on the date of exercise as taxable income to HM Revenue and Customs on its annual tax return.

Social Security
Your employer will be responsible for accounting for employee and employer NICs and for paying them to the Revenue authorities through the Pay As You Earn ("PAYE") system. Generally, your employer will recover the amounts accounted for by deducting the amounts in respect of employee and employer NICs from your salary or other payments due to you.

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